

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SMILEDIRECTCLUB, INC., et al.,
Debtors.

Chapter 7

Case No. 23-90786 (CML)

(Jointly Administered)

**INTERESTED PARTIES' EXHIBIT AND WITNESS LIST
FOR FEBRUARY 14, 2025 HEARING**

Interested Parties David Katzman, Steven Katzman, Kyle Wailes, Richard Schnall, Susan Greenspon Rammelt, and Camelot Venture Group file this exhibit and witness list for the hearing to be held on February 14, 2025 before the Honorable Christopher Lopez, at the United States Bankruptcy Court for the Southern District of Texas, 515 Rusk Street, Houston, Texas 77002 to consider the Chapter 7 Trustee's Application to Employ Orrick, Herrington & Sutcliffe LLP as Special Litigation Counsel for Chapter 7 Trustee. Dkt. No. 957.

EXHIBITS

Exh. No.	Filed Under Seal¹	Description	Bates Begin / Dkt. No.	Offered	Objection	Admitted/Not Admitted	Disposition
1		Protective Order, <i>Ciccio v. Smiledirectclub, LLC, et al.</i> , 3:19-cv-00845 (M.D. Tenn. Dkt. 77)	n/a				

¹ Certain designated exhibits included herein are filed pursuant to the Stipulated Confidentiality Agreement and Protective Order, Docket No. 432.

Exh. No.	Filed Under Seal¹	Description	Bates Begin / Dkt. No.	Offered	Objection	Admitted/Not Admitted	Disposition
2		Stipulated Protective Order; <i>Adam Franchi v. Smiledirectclub, Inc., et al.</i> , 3:19-cv-00962 (M.D. Tenn. Dkt. 131)	n/a				
3	Under seal	S. Rammelt Email to A. Bay, et al. re SDC Turnover Discussion	n/a				
4	Under seal	S. Rammelt Email to A. Byman, et al. re SMDC Budget Est. 2023	TRUSTE E-000019				
5	Under seal	C. Wood Email to J. Wolfshohl, et. al re SDC Privilege Log	TRUSTE E-000052				
6	Under seal	C. Wood Email to J. Wolfshohl re ELP Deposition	TRUSTE E-000118				
7	Under seal	C. Wood Email to A. Power, et. al re Moton to Dismiss SmileDirectClub, Inc.	TRUSTE E-000038				
8		Plaintiffs' Unopposed Motion for Dismissal of Defendant SmileDirectClub, Inc. Without Prejudice	TRUSTE E-000048				

Exh. No.	Filed Under Seal¹	Description	Bates Begin / Dkt. No.	Offered	Objection	Admitted/Not Admitted	Disposition
9	Under seal	A. Fiorella Email to C. Wood, et. al re Ackerman Deposition	TRUSTE E-000103				
10	Under seal	M. Etkin Email to D. Litterine-Kaufman, et al. re Securities Litigation	TRUSTE E-000083				
11	Under seal	J. Wolfshohl Email to M. Etkin, et al. re Securities Litigation	TRUSTE E-000111				
12	Under seal	N. Poli Email to M. Etkin, et al. re Securities Litigation	TRUSTE E-000086				
13	Under seal	C. Wood Email to A. Fiorella, et al. re Securities Litigation	TRUSTE E-000093				
14	Under seal	D. Rammelt Email to A. Power, et al. re Securities Litigation: Privilege Waiver	n/a				
15	Under seal	A. Power Email to D. Rammelt, et al. re Securities Litigation: Privilege Waiver	TRUSTE E-000095				
16	Under seal	D. Rammelt Email to N. Poli, et al. re Securities Litigation: Privilege Waiver	n/a				

Exh. No.	Filed Under Seal¹	Description	Bates Begin / Dkt. No.	Offered	Objection	Admitted/Not Admitted	Disposition
17	Under seal	A. Power Email to A. Cady, et al. re Securities Litigation: Privilege Waiver	TRUSTE E-000099				
18	Under seal	A. Power Email to D. Rammelt, et al. re Subpoena to Align for SDC Arbitration Documents	n/a				
18A		Subpoena Duces Tecum to Align Technology, Inc.	n/a				
18B		Plaintiffs' Notice of Issuance of Subpoena to Non-Party Align Technology, Inc.	n/a				
19	Under seal	A. Power Email to L. Seferian, et al. re Securities Litigation: Subpoena to Align	n/a				
20	Under seal	A. Power Email to D. Rammelt, et al. re Resolution of Discovery Dispute with Securities Plaintiffs	TRUSTE E-000110				
21		Chapter 7 Trustee's Motion for Entry of an Order (I) Authorizing and Approving Litigation	Dkt. 844				

Exh. No.	Filed Under Seal¹	Description	Bates Begin / Dkt. No.	Offered	Objection	Admitted/Not Admitted	Disposition
		Arrangement, (II) Granting Priming Liens and Providing Claims with Superpriority Status, (III) Approving the Payment of Certain Related Fees and Expenses, and (IV) Granting Related Relief					
21A		Declaration of Allison Byman	Dkt. 844-1				
21B		Omni Bridgeway Management Commitment Letter	Dkt. 844-2				
21C		Proposed Order (I) Authorizing and Approving Litigation Arrangement (II) Grating Priming Liens and Providing Claims with Superpriority Status (III) Approving the Payment of Certain Related Fees and Expenses, and (IV) Granting Related Relief	Dkt. 844-3				
22		Application for Entry of an Order	Dkt. 847				

Exh. No.	Filed Under Seal¹	Description	Bates Begin / Dkt. No.	Offered	Objection	Admitted/Not Admitted	Disposition
		Authorizing the Retention and Employment of Orrick as Special Litigation Counsel to Chapter 7 Trustee					
22A		Declaration of Raniero D'Aversa	Dkt. 847-1				
23		Orrick Subpoena Duces Tecum to K. Wailes	n/a				
24	Under seal	C. Wood Email to N. Poli re SDC	TRUSTE E000080				
25	Under seal	R. Jackson Email to A. Byman, et al. re SmileDirectClub Inc. - Trustee Demand for Documents and Account Administrator Control	n/a				
26	Under seal	C. Wood Email to N. Poli re Request to Connect	TRUSTE E-000082				
27		Chapter 7 Trustee's Omnibus Reply to DIP Agent's Objection to Litigation Finance Motion, Redaction	Dkt. 875				

Exh. No.	Filed Under Seal¹	Description	Bates Begin / Dkt. No.	Offered	Objection	Admitted/Not Admitted	Disposition
		Motion, and Orrick Retention Application					
28	Under seal	C. Wood Email to A. Power, et al. re SDC	TRUSTE E-0000109				
29	Under seal	C. Wood Email to N. Poli, et al. re Arguments Defendants Raised	TRUSTE E-000106				
30		Order Denying Application to Employ Special Litigation Counsel for Chapter 7 Trustee	Dkt. 908				
31		Interested Parties' Subpoena to Testify at a Deposition to Orrick	n/a				
32		Renewed Application For Entry of an Order Authorizing The Retention and Employment of Orrick	Dkt. 957				
32A		Declaration of Raniero D'Aversa	Dkt. 957-1				
32B		Redlined Amended and Restated Contingency Fee Agreement	Dkt. 957-2				

Exh. No.	Filed Under Seal¹	Description	Bates Begin / Dkt. No.	Offered	Objection	Admitted/Not Admitted	Disposition
33		Interested Parties' Subpoena to Testify at a Deposition to Orrick	n/a				
34		Orrick Response to Subpoena	n/a				
35		Declaration of Allison D. Bayman in Support of Chapter 7 Trustee's Omnibus Reply in Support of Renewed Orrick Retention Application	Dkt. 977				
36		Declaration of Jeffrey W. McKenna in Support of Chapter 7 Trustee's Omnibus Reply in Support of Renewed Orrick Retention Application	Dkt. 978				
37		Orrick Opposition to Defendants' Emergency Motion to Compel	Dkt. 987				
38		Declaration of Nicholas A. Poli in Support of Non-Party Orrick's Opposition to the Insider Defendants'	Dkt. 988				

Exh. No.	Filed Under Seal¹	Description	Bates Begin / Dkt. No.	Offered	Objection	Admitted/Not Admitted	Disposition
		Emergency Motion to Compel					
39		Update Pursuant to Court Directive of Non-Party Orrick	Dkt. 999				
39A		Consilio Master Engagement Letter	Dkt. 999-1				
40		Orrick Supplemental Response to the DIP Agent's Interrogatories	n/a				
		Any exhibit listed or presented by any other party, filed in the Debtors' bankruptcy cases, or necessary of impeachment and/or rebuttal					

WITNESSES

1. Allison D. Byman (in her capacity as the Chapter 7 Trustee), Fact Witness
2. Jeffrey McKenna or any such person designated as the corporate representative for Orrick, Herrington & Sutcliffe LLP
3. Witnesses to authenticate documents, as necessary
4. Rebuttal or impeachment witnesses, as necessary
5. Any witness called by any other party

The Interested Parties reserve the right to amend or supplement this witness and exhibit list, as necessary, in advance of the hearing. The Interested Parties further reserve the right to use any exhibits presented by any other party, introduce any exhibits that have been previously admitted, and to request that the Court take judicial notice of any document, matter, or fact that is properly subject to such notice.

Dated: February 12, 2025

Respectfully submitted,

**BENESCH, FRIEDLANDER,
COPLAN & ARONOFF, LLP**

/s/ Michael B. Silverstein

David A. Rammelt (*admitted pro hac vice*)
71 South Wacker Drive, Suite 1600
Chicago, Illinois 60606
Telephone: (312) 212-4949
Facsimile: (312) 767-9192
E-Mail: drammelt@beneschlaw.com

-and-

Michael D. Meuti (*admitted pro hac vice*)
Andrew G. Fiorella (*admitted pro hac vice*)
127 Public Square, Suite 4900
Cleveland, Ohio 44114
Telephone: (216) 363-4500
Facsimile: (216) 363-4588
E-Mail: mmeuti@beneschlaw.com
afiorella@beneschlaw.com

-and-

Michael B. Silverstein (*admitted pro hac vice*)
41 South High Street, Suite 2600
Columbus, Ohio 43215
Telephone: (614) 223-9300
Facsimile: (614) 223-9330
E-Mail: msilverstein@beneschlaw.com

Attorneys for the Interested Parties

CERTIFICATION OF SERVICE

I hereby certify that a true and accurate copy of the above and foregoing document is being served on all counsel of record via email on February 12, 2025.

/s/ David Rammelt
David Rammelt